

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



02041550

FORM 11-K

ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934



(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED, EFFECTIVE OCTOBER 7, 1996].

For the fiscal year ended December 31, 2001

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED].

For the transition period from _____ to _____

Commission file number 1-1183

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Retirement Savings and Investment Plan for
Union Employees of Tropicana Products, Inc. and Affiliates
1001 13th Avenue, East
Bradenton, Florida 34208

PROCESSED**JUL 01 2002****THOMSON
FINANCIAL**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

PepsiCo, Inc.
700 Anderson Hill Road
Purchase, New York 10577

C/K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Retirement Savings and Investment Plan for Union
Employees of Tropicana Products, Inc. and Affiliates

Date: June 20, 2002

By:

Name: Marianne Ferrari

Title: Secretary of the Benefits Committee.
Chief Personnel Officer and Senior Vice
President of Human Resources.
(The Benefits Committee is the Plan
Administrator of the Retirement Savings
and Investment Plan for Union Employees
of Tropicana Products, Inc. and Affiliates)

GUTIERREZ & CO.

Certified Public Accountants

141-05 NORTHERN BOULEVARD

SUITE 1D

FLUSHING, NY 11354

TELEPHONE (718) 358-6617

FAX (718) 886-8428

Plan Administrator

Retirement Savings and Investment Plan for Union Employees
of Tropicana Products, Inc. and Affiliates

We hereby consent to the incorporation by reference in Registration Statement No. 333-65992 on Form S-8 of our Report dated May 31, 2002 which appears in your Annual Report on Form 11-K of the Retirement Savings and Investment Plan for Union Employees of Tropicana Products, Inc. and Affiliates for the fiscal year ended December 31, 2001.

Gutierrez & Co.

Flushing, New York

June 20, 2002

RETIREMENT SAVINGS AND INVESTMENT PLAN
FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC.
AND AFFILIATES

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2001 and 2000

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES**

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INDEPENDENT AUDITORS' REPORT

To the Benefits Committee
of the Retirement Savings and
Investment Plan for Union Employees of Tropicana
Products, Inc. and Affiliates

We were engaged to audit the financial statements of the Retirement Savings and Investment Plan for Union Employees of Tropicana Products, Inc. and Affiliates (the "Plan") as of and for the years ended December 31, 2001 and 2000, and the supplemental schedules as of and for the year ended December 31, 2001 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by Section 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by Dreyfus Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Dreyfus Trust Company holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of December 31, 2001 and 2000 and for the plan years then ended that the information provided to the plan administrator by them is complete and accurate.

Because of the significance of the information that we did not audit, we were unable to, and do not express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, has been audited by us in accordance with generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Flushing, New York
May 31, 2002

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

| | <u>December 31,</u> | |
|--|---------------------|---------------------|
| | <u>2001</u> | <u>2000</u> |
| Investments | | |
| Money Market Fund: | | |
| Dreyfus Cash Management Plus Fund | \$ 363 | \$ 151,321 |
| Cash | | 263 |
| Stable Income Fund: | | |
| Dreyfus-Certus Stable Value Fund Series I | 1,162 | 210,700 |
| Cash | | 440 |
| Bond Fund: | | |
| Dreyfus A Bond Plus Fund | 593 | 85,836 |
| Cash | | 249 |
| S&P 500 Index Fund: | | |
| Dreyfus Institutional S&P 500 Stock Index Fund | | 567,662 |
| Cash | | 2,361 |
| Disciplined Stock Fund: | | |
| Dreyfus Disciplined Stock Fund | | 247,252 |
| Cash | | 983 |
| Growth Equity Fund: | | |
| Warburg Pincus Emerging Growth Fund | 4 | 243,378 |
| Cash | | 603 |
| PepsiCo Stock Fund | | |
| PepsiCo Common Shares | 62,455 | 24,487 |
| Cash | | 97 |
| | <u>64,577</u> | <u>1,535,632</u> |
| Total Investments | | |
| Receivables | | |
| Proceeds from securities sold | 1,528,779 | |
| Dividends and Interest | 183 | 67 |
| Total receivables | <u>1,528,962</u> | <u>67</u> |
| Total Assets | <u>1,593,539</u> | <u>1,535,699</u> |
| Liabilities | | |
| Cost of Unsettled Purchases | 99 | 4,947 |
| Total Liabilities | <u>99</u> | <u>4,947</u> |
| Net Assets Available for Benefits | <u>\$ 1,593,440</u> | <u>\$ 1,530,752</u> |

The accompanying notes are an integral part of the financial statements.

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

| | <u>Year Ended December 31,</u> | |
|---|--------------------------------|---------------------|
| | <u>2001</u> | <u>2000</u> |
| Contributions | | |
| Participating Employees | \$ 227,882 | \$ 284,662 |
| Participating Companies | <u>210</u> | <u>540</u> |
| Total Contributions | <u>228,092</u> | <u>285,202</u> |
| Investment Activities | | |
| Investment Income | | |
| Money Market Fund | 6,740 | 8,917 |
| Stable Income Fund | 13,198 | 11,727 |
| Bond Fund | 6,219 | 4,535 |
| S&P 500 Index Fund | 6,467 | 6,013 |
| Disciplined Stock Fund | 562 | 54 |
| PepsiCo Company Stock Fund | 738 | 263 |
| Seagram Stock Fund | | <u>3</u> |
| Total Investment Income | <u>33,924</u> | <u>31,512</u> |
| Net Appreciation (Depreciation) in Value of Investments | | |
| Bond Fund | (2,147) | 2,799 |
| S & P 500 Index Fund | (71,859) | (60,946) |
| Disciplined Stock Fund | (33,886) | (24,238) |
| Growth Equity Fund | (66,789) | (37,342) |
| PepsiCo Company Stock Fund | 1,884 | 6,143 |
| Seagram Stock Fund | | <u>8</u> |
| Total Net Appreciation (Depreciation) in Value of Investment | <u>(172,797)</u> | <u>(113,576)</u> |
| Increase (decrease) in Plan Equity from Investment Activities | <u>(138,873)</u> | <u>(82,064)</u> |
| Participant Withdrawals | <u>(26,359)</u> | <u>(159,876)</u> |
| Transfer to other Plan | <u>(172)</u> | |
| Increase in Plan Equity | 62,688 | 43,262 |
| Plan Equity at Beginning of Year | <u>1,530,752</u> | <u>1,487,490</u> |
| Plan Equity at End of Year | <u>\$ 1,593,440</u> | <u>\$ 1,530,752</u> |

The accompanying notes are an integral part of the financial statements.

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed in the preparation of the financial statements of the Retirement Savings and Investment Plan for Union Employees of Tropicana Products, Inc. and Affiliates (the "Plan") conform with generally accepted accounting principles. The more significant accounting policies are:

Basis of Accounting

The accompanying financial statements of the Plan are maintained on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation

Investment securities are recorded and valued as follows:

United States government obligations at fair value based on the current market yields; temporary investments in short-term investment funds at cost which in the normal course approximates market value; securities representing units of other funds at net asset value; the PepsiCo Company common shares at the closing price reported on the composite tape of the New York Stock Exchange on the valuation date.

Security Transactions

Security transactions are accounted for on a trade date basis with the average cost basis used for determining the cost of investments sold. Interest income is recorded on an accrual basis. Income on securities purchased under agreements to resell is accounted for at the repurchase rate. Changes in discount on coupons detached from United States Treasury Bonds are reflected as unrealized appreciation.

2. PREPARATION OF FINANCIAL STATEMENTS

The statement of net assets available for benefits as of December 31, 2001 and the statement of changes in net assets available for benefits for the year then ended were prepared from information certified by Dreyfus Trust Company, trustee.

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

3. DESCRIPTION OF THE PLAN

The Plan is a defined contribution plan established as of January 1, 1997 by Tropicana Products, Inc. (the "Company").

The Plan covers all employees of Tropicana Products, Inc., and Tropicana Products Sales, Inc. (collectively, the "Participating Companies") who are included in a unit of employees covered by a Collective Bargaining Agreement between Tropicana Products, Inc. and: (1) Glass, Molders, Pottery, Plastics and Allied Workers International Union (AFL-CIO, CLC) and its Local Union No. 208; (2) American Flint Glass Workers Union AFL-CIO and its Local Union No. 46; (3) District Lodge No. 15 of the International Association of Machinists and Aerospace Workers AFL-CIO (IAM # 15); and Teamsters Local Union No. 202 and who have completed one month of Eligibility Service.

The Plan provides benefits to participants based upon amounts voluntarily contributed to a participant's account by the participant and amounts contributed, under certain circumstances, by the Participating Companies (see Note 5). Under the Plan, a participant is not provided with any fixed benefit. The ultimate benefit to be received by the participant depends on the amounts contributed, the investment results, and the participant's vested interest at termination of employment (see Note 6).

With respect to each participant, contributions are allocated among four accounts: Pre-Tax Account, Company Match Account, After-Tax Account and Rollover Account. Such contributions are invested as designated by the participants in one or more of the investment funds referred to in Note 4, and are accumulated and invested in a Trust Fund held by the Dreyfus Trust Company, as Trustee. The Plan is administered by the Company through a Benefits Committee appointed by the Board of Directors of the Company.

4. INVESTMENT PROGRAM

During the year ended December 31, 2001 and 2000, the Plan was comprised of seven investment funds: (i) the Money Market Fund investing in the Dreyfus Cash Management Plus Fund; (ii) the Stable Income Fund investing in the Dreyfus-Certus Stable Value Fund managed by Dreyfus Corporation; (iii) the Bond Fund investing in Dreyfus A Bonds Plus Fund managed by Dreyfus Corporation; (iv) the S&P 500 Index Fund investing in Dreyfus Institutional S&P 500 Stock Index Fund managed by Dreyfus Corporation; (v) the Disciplined Stock Fund investing in Dreyfus Disciplined Stock Fund managed by Dreyfus Corporation; (vi) the Growth Equity Fund investing in Warburg Pincus Emerging Growth Fund managed by Warburg Pincus Counsellors, Inc.; and (vii) the PepsiCo Company Stock Fund, investing in the PepsiCo Company common stock (which replaced the Seagram Stock Fund effective April 1, 1999). The investments are administered by the Benefits Committee appointed by the Board of Directors of the Company.

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

5. CONTRIBUTIONS

Eligible employees, as defined, may elect to contribute to their Pre-Tax Accounts on a pre-tax basis ("Pre-Tax Contributions") and/or to their After-Tax Accounts on an after-tax basis ("After-Tax Contributions") through payroll deductions of 1% to 17% (in the aggregate) of their annual compensation, in multiples of 1%, in any combination; provided, the aggregate percentage of the contributions does not exceed 17% of their annual compensation. Pre-tax Contributions and After-Tax Contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan provides for matching contributions by the Participating Companies payable to the participants' Company Match Account. The Participating Companies, except as herein noted, contribute on behalf of the participants 25% of the participants' aggregate Pre-Tax and After-Tax Contributions not exceeding 2% of their compensation. Effective January 1, 2000, the Participating Companies match was discontinued except for the IAM#15 Group which will continue to have Participating Company Match until April 19, 2001. The Participating Companies matching contributions are subject to limitations imposed by federal laws for qualified retirement plans.

The Plan will accept into participants' Rollover Accounts cash received by participants from a qualified plan within the time prescribed by applicable law ("Rollover Contributions").

6. VESTING

A participant in the Plan always has a fully vested interest in the value of his or her Pre-Tax, After-Tax and Rollover Accounts. He or she has a non-forfeitable right to the value of his or her Company Match Account upon retirement, total and permanent disability or death. Upon termination of employment for any other reason, a participant vests in his or her Company Match Account in accordance with the following vesting schedule:

| <u>Years of Service</u> | <u>Vested Percentage</u> |
|-----------------------------|--------------------------|
| Less than 1 | 0% |
| At least 1, but less than 2 | 20% |
| At least 2, but less than 3 | 40% |
| At least 3, but less than 4 | 60% |
| At least 4, but less than 5 | 80% |
| 5 or more | 100% |

Upon termination of employment for reasons other than retirement, total and permanent disability or death of a participant who was not fully vested in his or her Company Match Account, the nonvested portion of the participant's Company Match Account shall be forfeited. Any amount forfeited shall be applied to reduce the Participating Companies' contributions. Any amount forfeited

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

6. VESTING *(Continued)*

shall be restored if the participant is re-employed by a Participating Company before incurring a five year break in service and if the participant repays to the Plan (within five years after his or her reemployment commencement date) an amount in cash equal to the full amount distributed to him or her from the Plan on account of termination of employment, excluding amounts from the After-Tax and rollover Accounts at the Participant's election.

7. DISTRIBUTIONS

Upon termination of employment, after retirement or for reason of total and permanent disability or death, the participant or his or her beneficiary shall receive the value of his or her Accounts. However, if the termination of employment is for reasons other than retirement, total and permanent disability or death, the participant shall receive only the value of the vested portion of his or her Accounts (See Note 6).

Prior to termination of employment, the participant may withdraw amounts from the participant's Accounts in accordance with the provisions of the Plan. Participants are not permitted to borrow from their Accounts.

8. TAX STATUS OF PLAN

The Internal Revenue Service has ruled by a letter dated May 20, 1998 that the Plan is qualified under Section 401(a) of the Internal Revenue Code. So long as the Plan continues to be so qualified, it is not subject to federal income taxes.

Participants are not currently subject to income tax on the Participating Companies' contributions to the Plan or on income earned by the Plan. Benefits distributed to participants or to their beneficiaries may be taxable to them. The tax treatment of the value of such benefits depends on the event giving rise to the distribution and the method of distribution selected.

9. RELATED PARTY TRANSACTIONS

Certain expenses of the Plan are paid by the Company, and personnel and facilities of the Company are used by the Plan at no charge.

10. TERMINATION OF THE PLAN

Although it has not expressed any intention to do so, the Board of Directors of the Company may terminate the Plan at any time. In the case of termination, the rights of participants to their accounts shall be vested as of the date of termination.

**RETIREMENT SAVINGS AND INVESTMENT PLAN FOR UNION EMPLOYEES OF
TROPICANA PRODUCTS, INC. AND AFFILIATES
NOTES TO FINANCIAL STATEMENTS**

11. INFORMATION CERTIFIED BY THE CUSTODIAN

The following is a summary of the Plan's financial information and data furnished and certified by the Custodian as complete and accurate in accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA:

| | <u>December 31,</u> | |
|--|--------------------------------|----------------------|
| | <u>2001</u> | <u>2000</u> |
| Assets: | | |
| Investments at fair value | <u>\$ 64,577</u> | <u>\$ 1,535,632</u> |
| | <u>Year Ended December 31,</u> | |
| | <u>2001</u> | <u>2000</u> |
| Investment income: | | |
| Net appreciation (depreciation) in fair value of investments | <u>\$(172,797)</u> | <u>\$ (113,576)</u> |
| Interest and dividend income | <u>33,924</u> | <u>31,512</u> |
| Total investment income | <u>\$(138,873)</u> | <u>\$ (82,064)</u> |

12. INVESTMENTS

The following investments each represent five percent or more of the total Plan assets as of the beginning of the respective Plan year:

| <u>Description of Investment</u> | <u>Cost</u> | <u>Fair Value</u> |
|--|-------------|-------------------|
| Year ended December 31, 2001: | | |
| NONE | | |
| Year ended December 31, 2000: | | |
| Dreyfus Cash Management Fund | \$ 151,321 | \$ 151,321 |
| Dreyfus-Certus Stable Value Fund Series I | 210,700 | 210,700 |
| Dreyfus A Bond Plus Fund | 86,839 | 85,836 |
| Dreyfus Institutional S&P 500 Stock Index Fund | 519,663 | 567,663 |
| Dreyfus Disciplined Stock Fund | 244,128 | 247,253 |
| Warburg Pincus Emerging Growth Fund | 283,613 | 243,235 |

13. SUBSEQUENT EVENT

Effective January 1, 2002, the Plan was merged into the PepsiCo 401(k) Plan for Hourly Employees. The assets of the Plan were transferred to Fidelity Investments, the Trustee of the PepsiCo 401(k) Plan for Hourly Employees on January 2, 2002. Certain provisions of the Plan were changed to conform with the PepsiCo 401(k) Plan for Hourly Employees provisions.

Supplemental Schedule

Retirement Savings and Investment Plan For Union Employees of Tropicana Products, Inc. and Affiliates Line 27a Form 5500 - Schedule of Assets Held for Investment Purposes December 31, 2001

| <u>Shares/ Par Value</u> | <u>Security Description</u> | <u>Cost</u> | <u>Price</u> | <u>Market</u> |
|---|---|------------------|--------------|------------------|
| <u>Interest-Bearing Cash</u> 363.2200 | Dreyfus Cash Mgmt Plus Institutional Shares | 363.22 | 1.0000 | 363.22 |
| <u>Corporate Stock Common</u> 1,278.0000 | PepsiCo Inc. Common | 60,842.11 | 48.6900 | 62,225.82 |
| <u>Common Collective Trust</u> | | | | |
| 229.1000 | TBC Inc. Pooled Employee Funds | 229.10 | 1.0000 | 229.10 |
| 1,162.1800 | Certus Stable Value Series "I" Fund | <u>1,162.18</u> | 1.0000 | <u>1,162.18</u> |
| Total Common/Collective Trust | | <u>1,391.28</u> | | <u>1,391.28</u> |
| <u>Registered Investment Companies</u> | | | | |
| 43.5490 | Dreyfus A Bonds Plus, Inc. | 611.29 | 13.6100 | 592.70 |
| 0.0110 | Dreyfus/Laurel Funds Inc. S&P 500 Stk Index Fd Tr Shares | 0.27 | 23.9000 | 0.26 |
| 0.1440 | Credit Suisse Warburg Pincus Emerging Growth Fd | <u>5.77</u> | 26.9900 | <u>3.89</u> |
| Total Registered Investment Companies | | <u>617.33</u> | | <u>596.85</u> |
| Grand Total | | <u>63,213.94</u> | | <u>64,577.17</u> |

Supplemental Schedule

Retirement Savings and Investment Plan For Union Employees of Tropicana Products, Inc. and Affiliates

Line 27d Form 5500 - Schedule of Reportable Transactions
Series of Transactions In Excess of Five Percent of the Current Value of the Plan Assets
Year ended December 31, 2001

| Shares/ Par Value | Security Description | Number of Transactions | Cost of Purchases | Proceeds From Sales | Cost of Assets Disposed | Gain/Loss |
|----------------------|---|---------------------------|----------------------|------------------------|----------------------------|--------------|
| 772.44 | Credit Suisse Warburg Pincus Emerging Growth Fd | 41 | 18,764.51 | .00 | .00 | .00 |
| 7, 710.36 | Credit Suisse Warburg Pincus Emerging Growth Fd | 5 | .00 | 202,286.31 | 309,326.13 | (107,039.82) |
| 1,166.23 | Dreyfus A Bonds Plus Inc. | 54 | 16,317.99 | .00 | .00 | .00 |
| 7,730.26 | Dreyfus A Bonds Plus Inc. | 6 | .00 | 105,384.49 | 108,515.91 | (3,131.42) |
| 34,753.98 | Dreyfus Cash Mgmt Plus Instl Sh | 58 | 34,753.98 | .00 | .00 | .00 |
| 192,189.19 | Dreyfus Cash Mgmt Plus Instl Sh | 6 | .00 | 192,189.19 | 192,189.19 | .00 |
| 5,331.31 | Dreyfus/Laurel Fds Inc S&P 500 Stk Index Fd Tr Shs | 53 | 128,833.27 | .00 | .00 | .00 |
| 26,144.74 | Dreyfus/Laurel Fds Inc S&P 500 Stk Index Fd Tr Shs | 14 | .00 | 628,742.52 | 652,849.27 | (24,106.75) |
| 1,174.92 | Dreyfus/Laurel Disc Stk Fd R | 51 | 39,078.78 | .00 | .00 | .00 |
| 7,853.90 | Dreyfus/Laurel Disc Stk Fd R | 12 | .00 | 252,023.88 | 282,785.96 | (30,762.08) |
| 72,623.80 | Certus Stable Value Series 'T' Fund | 58 | 72,623.80 | .00 | .00 | .00 |
| 294,919.32 | Certus Stable Value Series 'T' Fund | 10 | .00 | 294,919.32 | 294,919.32 | .00 |

Supplemental Schedule

Retirement Savings and Investment Plan For Union Employees of Tropicana Products, Inc. and Affiliates

Line 27d Form 5500 - Schedule of Reportable Transactions
Single Transactions In Excess of Five Percent of the Current Value of the Plan Assets
Year ended December 31, 2001

| <u>Shares/ Par Value</u> | <u>Security Description</u> | <u>Transaction Expense</u> | <u>Cost of Purchases</u> | <u>Proceeds From Sales</u> | <u>Cost of Assets Disposed</u> | <u>Gain/Loss</u> |
|------------------------------|--|--------------------------------|------------------------------|--------------------------------|------------------------------------|------------------|
| 6,643.58 | Credit Suisse Warburg Pincus Emerging Growth Fd Inc | .00 | .00 | 179,310.44 | 266,089.76 | (86,779.32) |
| 7,213.04 | Dreyfus A Bonds Plus Inc | .00 | .00 | 98,169.56 | 101,248.02 | (3,078.46) |
| 183,536.41 | Dreyfus Cash Mgmt Plus Instl Sh | .00 | .00 | 186,536.41 | 186,536.41 | .00 |
| 24,018.57 | Dreyfus/Laurel Fds Inc S&P 500 Stk Index Fd Tr Shs | .00 | .00 | 574,043.91 | 599,191.42 | (25,147.51) |
| 7,240.14 | Dreyfus/Laurel Disc Stk Fd R | .00 | .00 | 231,467.56 | 260,452.63 | (28,985.07) |
| 262,250.81 | Certus Stable Value Ser 'I' Fd | .00 | .00 | 262,250.81 | 262,250.81 | .00 |